

**ORIGINAL**

**BEFORE THE ARIZONA CORPORATION C**

**COMMISSIONERS**

GARY PIERCE, CHAIRMAN  
BOB STUMP  
SANDRA D. KENNEDY  
PAUL NEWMAN  
BRENDA BURNS

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ARIZONA CORPORATION COMMISSION  
DOCKET CONTROL



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Arizona Corporation Commission

**DOCKETED**

SEP 13 2012

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In the Matter of the Joint Application of  
(1) Level 3 Communications, LLC, Broadwing  
Communications, LLC, WilTel Communications,  
LLC, and Global Crossing Telecommunications,  
Inc. for a Limited Waiver of the Public Utility  
Holding Companies and Affiliated Interest Rules  
(A.A.C. R14-2-801 et seq.) or, in the alternative,  
Approval of Guarantee under A.A.C. R14-2-804;

and

(2) Level 3 Communications, LLC, Broadwing  
Communications, LLC, WilTel Communications,  
LLC, and Global Crossing Telecommunications,  
Inc. for Authorization to Encumber and/or  
Mortgage their Assets

Docket Nos.

T-03654A-12-0380

T-04176A-12-0380

T-03708A-12-0380

T-02438B-12-0380

**NOTICE OF FILING  
AFFIDAVIT OF PUBLICATION**

Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel  
Communications, LLC, and Global Crossing Telecommunications, Inc., through undersigned  
counsel, hereby files the attached affidavit of publication.

RESPECTFULLY SUBMITTED this 13<sup>th</sup> day of September, 2012.

ROSHKA DEWULF & PATTEN

Michael W. Patten

Timothy J. Sabo

Roshka DeWulf & Patten

One Arizona Center

400 East Van Buren Street, Suite 800

Phoenix, AZ 85004

Attorneys for Level 3 Communications, LLC

ORIGINAL and thirteen (13) copies  
of the foregoing filed  
this 13<sup>th</sup> day of September, 2012, with:

The Arizona Corporation Commission  
Docket Control  
1200 W. Washington Street  
Phoenix, Arizona 85007

Copy of the foregoing hand-delivered  
this 13<sup>th</sup> day of September, 2012, to:

Lyn Farmer, Esq., Chief Administrative Law Judge  
Hearing Division  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, Arizona 85007

Janice Alward, Esq., Chief Counsel  
Legal Division  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, Arizona 85007

Steve Olea, Director  
Utilities Division  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, Arizona 85007

By Mary Appelt

# THE ARIZONA REPUBLIC

IN THE MATTER OF THE  
JOINT APPLICATION OF  
LEVEL 3 COMMUNICATIONS,  
LLC, BROADWING  
COMMUNICATIONS, LLC,  
WILTEL COMMUNICATIONS,  
LLC AND GLOBAL CROSSING  
TELECOMMUNICATIONS,  
INC. FOR A LIMITED WAIVER  
OF THE PUBLIC UTILITY  
HOLDING COMPANIES AND  
AFFILIATED INTEREST  
RULES (A.A.C. R14-2-801 et  
seq.) OR, IN THE ALTERN-  
ATIVE APPROVAL OF GUAR-  
ANTEES UNDER A.A.C. R14-2-  
804 AND AUTHORIZATION  
TO ENCUMBER AND/OR  
MORTGAGE THEIR ASSETS -  
DOCKET NOS. T-03654A-12-  
0380, T-04176A-12-0380,  
T-03708A-12-0380 AND  
T-02438B-12-0380.

Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel Communications, LLC and Global Crossing Telecommunications, Inc. ("Applicants") filed an Application ("Application") on August 30, 2012, with the Arizona Corporation Commission ("Commission") in Docket No. T-03654A-12-0380 et al. requesting a limited waiver of the Commission's Public Utility Holding Companies and Affiliated Interests Rules, A.A.C. R14-2-801 et seq., or in the alternative, approval to provide guarantees in connection with three financing transactions totaling approximately \$2.49 billion. Applicants also seek approval to pledge certain assets in connection with these financing arrangements. The Application is available for inspection during regular business hours at the Commission's offices at 1200 West Washington Street, Phoenix, Arizona 85007, and at the office of Applicants' legal counsel, Michael W. Patten, Esq., Roshka DeWitt & Patten, PLC 400 East Van Buren Street, Suite 800, Phoenix, Arizona 85004. Intervention in the Commission's proceedings on the application shall be permitted to any person entitled by law to intervene and having a direct substantial interest in this matter. Persons desiring to intervene must file a Motion to Intervene with the Commission which must be served upon Applicant and which, at a minimum shall contain the following information: (1) The name, address and telephone number of the proposed intervenor and of any person upon whom service of documents is to be made if different than the intervenor; (2) A short statement of the proposed intervenor's interest in the proceeding; (3) Whether the proposed intervenor desires a formal evidentiary hearing on the application and the reasons for such a hearing; (4) A statement certifying that a copy of the Motion to Intervene has been mailed to Applicant. Intervention shall be in accordance with A.A.C. R14-3-105, except that all Motions to Intervene must be filed on, or before, the 15th day after this notice. Pub. Sept. 7, 2012.

STATE OF ARIZONA  
COUNTY OF MARICOPA } SS.

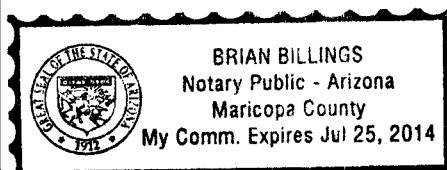
Tabitha Weaver, being first duly sworn, upon oath deposes and says: That she is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

September 7, 2012

*[Signature]*

Sworn to before me this  
7<sup>th</sup> day of  
September A.D. 2012



*[Signature]*  
Notary Public